

SHEA & CARLYON, LTD.
JAMES PATRICK SHEA
(Nevada State Bar No. 000405)
CANDACE C. CARLYON
(Nevada State Bar No. 002666)
SHLOMO S. SHERMAN
(Nevada State Bar No. 009688)
233 South Fourth Street, Second Floor
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
Facsimile: (702) 471-7435
Email: [jshea@sheacarlyon.com](mailto:j Shea@sheacarlyon.com)
[ccarlyon@sheacarlyon.com](mailto:c Carlyon@sheacarlyon.com)
ssherman@sheacarlyon.com

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

Date: October 30, 2006
Time: 9:30 a.m.

403787v3

1 agree to forbearances on the loans USACM services, the Court should establish a finite limit,
 2 such as 60 days, to the duration of a forbearance to which USACM may agree without obtaining
 3 further Court approval.

4 3. Furthermore, the FTD Fund Committee requests that the Debtors and
 5 SPCP Group, LLC ("Silver Point") make an affirmative representation that none of the relief
 6 requested in the Motion conflicts with the terms of either (a) the offer letter dated September 11,
 7 2006 (the "Offer Letter") from Silver Point, or (b) the Asset Purchase Agreement, dated as of
 8 October 19, 2006 (the "APA"), between the Debtors and Silver Point. The FTD Fund
 9 Committee believes that such representations are necessary so that the Debtors do not
 10 unintentionally breach the Offer Letter and APA. In particular, the FTD Fund Committee is
 11 concerned about the proposed releases and reconveyances to be provided pursuant to the relief
 12 requested in the Motion.

13 4. Accordingly, the FTD Fund Committee requests (a) that any order
 14 granting the Motion provides a finite limit, such as 60 days, to the duration of forbearances to
 15 which USACM may agree without obtaining further Court approval; and (b) that the Motion not
 16 be granted unless the Debtors and Silver Point affirm that none of the relief requested in the
 17 Motion conflicts with either the Offer Letter or the APA.

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 19 Respectfully submitted this 23rd day of October, 2006.

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22 FRANK A. MEROLA (CA State Bar No. 136934),
 23 EVE H. KARASIK (CA State Bar No. 155356), and
 24 ANDREW M. PARLEN (CA State Bar No. 230429), Members of
 25 STUTMAN, TREISTER & GLATT, P.C.
 1901 Avenue of the Stars, 12th Floor
 Los Angeles, CA 90067
 Telephone: (310) 228-5600

26 and

27 CANDACE C. CARLYON
 28 Shea & Carlyon, Ltd.
 233 S. Fourth Street, Suite 200

1 Las Vegas, NV 89101
Telephone: (702) 471-7432
2 COUNSEL FOR THE
3 OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
OF USA CAPITAL FIRST TRUST DEED FUND, LLC
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